

1 MAYER BROWN LLP
2 LEE H. RUBIN (SBN 141331)
3 lrubin@mayerbrown.com
4 EDWARD D. JOHNSON (SBN 189475)
5 wjohnson@mayerbrown.com
6 DONALD M. FALK (SBN 150256)
7 dfalk@mayerbrown.com
8 ERIC B. EVANS (SBN 232476)
9 eevans@mayerbrown.com
10 Two Palo Alto Square, Suite 300
11 3000 El Camino Real
12 Palo Alto, CA 94306-2112
13 Telephone: (650) 331-2000
14 Facsimile: (650) 331-2061

15 *Attorneys for Defendant
16 Google Inc.*

17

18 **UNITED STATES DISTRICT COURT**
19 **NORTHERN DISTRICT OF CALIFORNIA**
20 **SAN JOSE DIVISION**

21

22 IN RE: HIGH-TECH EMPLOYEE
23 ANTITRUST LITIGATION

24

25 THIS DOCUMENT RELATES TO:

26

27 ALL ACTIONS

28

Master Docket No. 11-CV-2509-LHK

29 **DECLARATION OF ALAN EUSTACE
30 IN SUPPORT OF ADMINISTRATIVE
31 MOTION TO SEAL**

32

33 I, Alan Eustace, declare:

34

35 1. I am Senior Vice President, Knowledge, at Google Inc. ("Google"). I have served
36 in that position since July 2002. In that capacity, I am familiar with Google's internal decision-
37 making processes and business strategy related to a broad array of Google's operations,
38 including Google's internal decision making processes and business strategy relating to
39 employee compensation. I have personal knowledge of the facts set forth in this Declaration
40 and, if called to testify could and would testify competently thereto.

41

1 2. I have read and reviewed Exhibit 59 to the Declaration of Ann B. Shaver in
2 support of Plaintiffs' Motion for Class Certification (Docket No. 188). (Exhibit 59 is Bates
3 numbered INTUIT_039098-100, but it was also produced by Google at Bates Nos. GOOG-
4 HIGH-TECH-0194730-32). Exhibit 59 is an email that I sent on Thursday, October 14, 2010 at
5 about 5:50 PM. to Shona Brown, who was, at that time, Google's Senior Vice President of
6 Business Operations. I also copied the following persons in my email to Ms. Brown: (1)
7 Jonathan Rosenberg (who was, at that time, Google's Senior Vice President of Product
8 Management); (2) Bill Campbell (who was and still is an advisor to Google); and (3) Google's
9 internal "Operating Committee" (referred to as "the OC").

10 3. Exhibit 59 contains Google's confidential and highly sensitive commercial
11 information, from which Google derives economic benefit by maintaining its confidentiality.
12 Google does not disclose this information to its competitors, customers, or the general public.
13 Public disclosure of this information would likely cause Google significant competitive harm by
14 giving third parties, including its competitors in the labor market, direct insight into confidential
15 and sensitive aspects of Google's internal decision-making processes and business strategy
16 related to employee compensation and retention, including Google's assessment of its
17 competitive position in the labor market and detailed strategic considerations regarding potential
18 actions Google may take to respond to competition in the labor market.

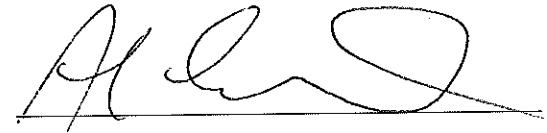
19 4. I included Mr. Campbell among the recipients of this email message because he
20 was an important senior advisor to Google. Mr. Campbell has been an advisor to Google for
21 many years, and continues to serve in that capacity today. Because of Mr. Campbell's role as a
22 senior adviser, I often included him as a recipient of my emails regarding Google's business
23 operations and internal corporate strategy, including confidential and highly sensitive matters
24 related to Google's compensation practices, policies and strategies.

25 5. Whenever I communicated with Mr. Campbell by email regarding such
26 confidential and highly sensitive matters (including when I sent him the email reflected in
27 Exhibit 59), I did so in his capacity as a long-time Google advisor and I understood and expected
28

1 that Mr. Campbell would maintain the confidentiality of Google's confidential and highly
2 sensitive information and not share that information with anyone other than those who owed a
3 duty of confidentiality to Google.

4 I declare under penalty of perjury under the laws of the United States of America that the
5 foregoing is true and correct. Executed on October 9, 2012 in Mountain View, California.
6

7
8
9



10 Alan Eustace
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28